

Tech Pro Technology Development Limited

德普科技發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

NOMINATION COMMITTEE

Terms of Reference

(Amended and effective on 1 January 2019)

1. Organization

The board (the “Board”) of directors (the “Director(s)”) of the Company hereby resolved to establish the nomination committee (the “Committee”) under the Board.

2. Objectives

The primary operating objectives of the Committee are to give advice on the conditions, selection standards and procedures of the proposed appointment of the Director and make recommendations of the suitable candidates to the Board. The Committee is accountable to the Board.

3. Composition

3.1 The Committee comprises three Directors, who shall be appointed and removed by the chairman of the Board and be appointed by the Board through election during the terms of the appointment;

3.2 The majority of the Committee members shall be independent non-executive Directors; and

3.3 The chairman of the Committee shall be an independent non-executive Director or the chairman of the Board. The chairmen of the Committee shall be elected by the Committee and appointed by the Board.

4. Secretary

The secretary of the Board or his nominee shall hold the position of the secretary of the Committee.

5. Powers

- 5.1 The Committee is authorized by the Board to advise the chairman of the Company about their proposals relating to the nomination of other directors; and
- 5.2 The Committee shall be provided with sufficient resources to discharge its duties. In particular, the Committee is authorized to obtain any outside legal or other independent professional advice at the Company's expense if considered necessary.

6. **Duties**

The Committee shall:

- 6.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and give recommendations to the Board with regard to any changes to complement the Company's corporate strategy;
- 6.2 be responsible for identifying the suitably qualified to become Board members and select or make recommendations to the Board on the selection of individual nominated for directorship, with due regard for the benefits of diversity on the Board;
- 6.3 assess the independence of independent non-executive directors;
- 6.4 review board diversity policy ("Board Diversity Policy") of the Company, as appropriate, review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives, and make disclosure of its review results in the corporate governance report of the Company annually;
- 6.5 review the policies on nomination of Directors implemented including nomination procedures and the process and criteria to select and recommend candidates for directorship during the year, and make disclosure of its review results in the corporate governance report of the Company annually;
- 6.6 make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive, and senior management;
- 6.7 where the Board proposes a resolution to elect an individual as an independent non-executive directors at the general meeting, it should set out in the circular to

shareholders and/or explanatory statement accompanying the notice of the relevant general meeting;

6.7.1 the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

6.7.2 if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

6.7.3 the perspectives, skills and experience that the individual can bring to the Board, and

6.7.4 how the individual contribute to diversity of the Board;

6.8 other matters authorized by the Board; and

6.9 the Nomination Committee shall be responsible to the Board and the proposals of the Nomination Committee shall be submitted to the Board for consideration and approval.

7. Meetings of the Committee

7.1 Frequency

The Committee shall meet at least once every year that can be attended in person, by teleconference or video conference and, whenever necessary, additional meetings can be convened.

7.2 Notice of Meetings

The secretary of the Committee shall give 7 days' notice in writing to the Members before the date of the meeting, unless as agreed by all of the Members unanimously that no notice shall be served.

7.3 Quorum

Meeting is null and void unless it is attended by more than half (not inclusive of a half) of the Members.

7.4 Resolutions

Resolution of the Committee is null and void unless it is approved by a majority, i.e. more than half (not inclusive of a half), of the Members who attend the meeting.

7.5 Invitation to Attend Meetings

The Committee can invite chief executive and external advisers to attend its meetings but such invitee shall have no voting right in the meeting. As necessary or desirable, the chairman of Committee may request that members of management be present at the meeting of the Committee.

7.6 Minutes of Meetings

The secretary of the Committee shall maintain complete minutes of all Committee meetings and shall record in sufficient details with respect to the names of those present and in attendance, the matters considered by the Members and decisions made in the meetings, including doubts and objections proposed by the Members. Upon the conclusion of each Committee meeting, the secretary of the Committee shall deliver the draft and final versions of the minute to all the Members within reasonable time. The draft is prepared for the Members for comment while the final version shall be kept by the Members for record. The secretary of the Committee shall keep the finalized version of the minute for filing and shall be opened for inspection at any reasonable time on reasonable notice by any Directors.

8. **General Meetings**

The chairman of the Committee delegated by him shall attend the Annual General Meetings to address enquiries of the shareholders with respect to the activities and duties of the Committee.

9. **Duty of Reporting**

The chairman of the Committee or other Member delegated by him to chair any Committee meeting shall report to the Board upon the conclusion of each Committee meeting. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action duties and responsibilities.

10. **Right of Interpretation**

The Board shall have the right of interpretation to these terms of reference.